
Rules of Elected Officials

Division 30—Secretary of State

Chapter 50—General

Title	Page
15 CSR 30-50.010 Definitions . . . . .	.3
15 CSR 30-50.020 General Instructions . . . . .	.4
15 CSR 30-50.030 Fees . . . . .	.5
15 CSR 30-50.040 Forms . . . . .	.6
15 CSR 30-50.050 Application for Registration as Broker-Dealer of Securities (Rescinded November 11, 1984) . . . . .	.32
15 CSR 30-50.060 Computation of Net Capital, Aggregate Indebtedness and Ratio of Aggregate Indebtedness to Net Capital (Rescinded November 11, 1984) . . . . .	.32
15 CSR 30-50.070 Broker-Dealer, Agent, Investment Adviser Statutory Bond (Rescinded February 12, 1987) . . . . .	.32
15 CSR 30-50.080 Request for Withdrawal from Registration as Broker-Dealer (Rescinded November 11, 1984) . . . . .	.32
15 CSR 30-50.090 Application for Registration as an Investment Adviser (Rescinded November 11, 1984) . . . . .	.32
15 CSR 30-50.100 Appointment of Agent by Broker-Dealer or Issuer (Rescinded November 11, 1984) . . . . .	.32
15 CSR 30-50.110 Application for Registration as Agent (Rescinded November 11, 1984) . . . . .	.32
15 CSR 30-50.120 Application for Renewal Registration as Agent . . . . .	.32
15 CSR 30-50.130 Registration of Securities by Notification . . . . .	.32
15 CSR 30-50.140 Application for Registration of Securities by Coordination (Rescinded November 11, 1984) . . . . .	.32
15 CSR 30-50.150 Application for Registration of Securities by Qualification . . . . .	.32

15 CSR 30-50.160	Investment Company Report of Sales . . . . .	.32
15 CSR 30-50.170	In the Matter of the Condition of . . . . .	.32
15 CSR 30-50.180	Individual Affidavit . . . . .	.33
15 CSR 30-50.190	Appointment of the Commissioner of Securities to Acknowledge and Receive Service of Process (Rescinded November 11, 1984) . . . . .	.33
15 CSR 30-50.200	Supplemental Sheet to Agent's Application (Rescinded November 11, 1984) . . . . .	.33
15 CSR 30-50.210	Statement of Claim for the Exemption of Securities of a Cooperative Association . . . . .	.33
15 CSR 30-50.220	Application for Exception From Definition of Agent for Sellers of Agricultural Cooperative Securities . . . . .	.33

Title 15—ELECTED OFFICIALS
Division 30—Secretary of State
Chapter 50—General

15 CSR 30-50.010 Definitions

PURPOSE: The commissioner of securities, under the direction of the secretary of state, administers the Missouri Uniform Securities Act. The commissioner may make rules, forms and orders as are necessary to carry out the provisions of the Act and may define terms, whether or not used in the Act, as far as the definitions are not inconsistent with the Act. This rule defines certain terms used in the administration of the Act and in the corresponding rules, forms and orders made.

(1) When the terms listed in this rule are used in the Missouri Uniform Securities Act (the Act), these rules, the forms and the orders of the commissioner, the following meanings shall apply (unless the context otherwise requires), together with those which may later appear to the extent that they are not inconsistent with definitions provided in Chapter 409, RSMo:

(A) Act means Chapter 409, RSMo, otherwise known as the Missouri Uniform Securities Act;

(B) Affiliate means a person who, directly or indirectly, through one (1) or more intermediaries, controls, or is controlled by, or is under common control with, another person;

(C) Applicant means the person executing an application;

(D) Application means the form prescribed or approved by the commissioner for filing in connection with the—

1. Registration of securities, including any amendment to the form and any information, document, report or memorandum filed as a part of the form or incorporated in the form by reference; it includes the registration statement; and

2. Registration as a broker-dealer, agent, investment adviser or representative of an investment adviser, including any amendment to the form and any information, document, report or memorandum filed as a part of the form or incorporated in the form by reference;

(E) Associate means a corporation or organization (other than an issuer or a majority-owned subsidiary of an issuer) of which a person is an officer or partner, or is, directly or indirectly, the beneficial owner of ten percent (10%) or more of any class of equity

securities; a trust or other estate in which a person has a substantial beneficial interest or as to which s/he serves as trustee or in a similar capacity; and a relative or spouse of a person, or any relative of his/her spouse, who has the same home as the person or who is a director or officer of an issuer or any of its parents or subsidiaries;

(F) Certified means, when used in connection with financial statements, certified by an independent certified public accountant in accordance with generally accepted accounting practices;

(G) Control and controlling person mean possession of the power, authority or means to engage in the management or policy making functions of a person, directly or indirectly, through ownership of securities, by contract or otherwise. An officer, director, partner or trustee or individual occupying similar status or performing similar functions or a person owning ten percent (10%) or more of the outstanding shares of any class or classes of securities of another shall be presumed a controlling person;

(H) Division means the Division of Securities, Office of Secretary of State of Missouri, or the Office of the Commissioner of Securities of Missouri;

(I) Investment company, for the purpose of section 409.305(j) of the Act, means an issuer defined in Section 3, Investment Company Act of 1940;

(J) Isolated, for the purpose of section 409.401(b)(1) of the Act, means standing alone, disconnected from any other transactions (*Gales v. Weldon*, 282 SW2d 522, 526 (Mo. 1955));

(K) NASD means the National Association of Securities Dealers, Inc.;

(L) For offer or offer to sell, see *Kreis v. Mates Investment Fund, Inc.*, 473 F2d 1308 (1973) (see also sale or sell subsection (1)(Q));

(M) Parent means an affiliate controlling another person;

(N) Predecessor means a person, a major portion of whose business, assets or control has been acquired by another;

(O) Promoter means a person who—

1. Acting alone or in conjunction with one (1) or more other persons, directly or indirectly, takes the initiative in founding and organizing or reorganizing the business or enterprise of an issuer; and

2. In connection with the founding and organizing or reorganizing of the business or enterprise of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, a sub-

stantial amount of any class of securities of the issuer or a substantial amount of the proceeds from the sale of any class of securities;

(P) Registrant means an applicant for whom, or an issuer with respect to whose securities, a registration has become effective;

(Q) Sale or sell—

1. For the purpose of section 409.401(j)(6)(C) of the Act, the phrase “any act incident to a class vote by stockholders” shall include the issuance of securities by a corporation and the distribution of securities to its security holders or to another corporation or to the security holders of such other corporation, by the issuing corporation or by such other corporation in connection with any merger, consolidation, reclassification of securities or sale of corporate assets referred to in section 409.401(j)(6)(C);

2. For the purpose of section 409.401(j)(6)(D) of the Act, the phrase “any act incident to a judicially approved reorganization”, shall include the issuance of securities of the types defined in Section 3.(a)(7) (receivers’ and trustees’ certificates) and in Section 3.(a)(10) (securities issued in reorganizations) of the Securities Act of 1933; and

3. See also offer and offer to sell subsection (1)(L);

(R) SEC means the Securities and Exchange Commission;

(S) Subsidiary means an affiliate controlled by another person;

(T) Underwriter means a person who has purchased from an issuer or an affiliate of an issuer with a view to, or offers or sells for an issuer or an affiliate of an issuer in connection with, the distribution of any security, or participates or has a participation in the direct or indirect underwriting of any such undertaking. Not included is a person whose interest is limited to a commission from an underwriter or dealer not in excess of the usual and customary distributors’ or sellers’ commission; and

(U) For the purpose of section 409.402(a)(6) of the Act, the words industrial loan association, or similar association organized and supervised under the laws of this state do not include in their meaning any loan and investment company formed under the provisions of Chapter 368, RSMo.

*AUTHORITY: sections 409.406(a) and 409.413(a), RSMo (1994). * Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective*

Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Dec. 19, 1975, effective Dec. 31, 1975. Emergency amendment filed Sept. 19, 1977, effective Sept. 29, 1977, expired Jan. 27, 1978. Amended: Filed Oct. 3, 1977, effective Jan. 13, 1978. Emergency amendment filed Aug. 1, 1980, effective Aug. 13, 1980, expired Dec. 11, 1980. Amended: Filed Aug. 13, 1980, effective Dec. 11, 1980. Emergency amendment filed Aug. 4, 1995, effective Aug. 14, 1995, expired Dec. 11, 1995. Amended: Filed Aug. 4, 1995, effective Jan. 30, 1996.

*Original authority: 409.406(a), RSMo (1967), amended 1978 and 409.413(a), RSMo (1967).

15 CSR 30-50.020 General Instructions

PURPOSE: This rule prescribes and clarifies general matters within the commissioner’s jurisdiction.

Editor’s Note: The secretary of state has determined that the publication of this rule in its entirety would be unduly cumbersome or expensive. The entire text of the material referenced has been filed with the secretary of state. This material may be found at the Office of the Secretary of State or at the headquarters of the agency and is available to any interested person at a cost established by law.

(1) All communications, including applications and inquiries shall be addressed or delivered to: Secretary of State, Securities Division, P.O. Box 1276, Jefferson City, MO 65102 and are filed when received by the commissioner (section 409.414(a), RSMo).

(2) The division shall be open for transaction of business between the hours of 8:00 a.m. and 4:30 p.m. on weekdays, public holidays excepted.

(3) The unauthorized practice of law or the appearance of unauthorized practice shall be avoided in connection with any filing (Chapter 484, RSMo; Missouri Attorney General’s Opinion dated October 1, 1937).

(4) Only the original executed copy of each form is required. If a document pertains to more than one (1) subject or application, a

separate form, including cover or transmittal letter, or two (2) or more copies of the letter commensurate with the number of items submitted, should be filed.

(5) All forms and documents shall be printed, lithographed, mimeographed, typewritten or prepared by a similar process which, in the opinion of the commissioner, produces copies suitable for a permanent record. All forms and documents shall be clear, easily readable and suitable for repeated photocopying. Exhibits may be attached to additional sheets or filed in separate envelopes, properly marked or identified.

(6) All applications and other documents received and filed in the division become a part of its permanent records (section 409.414(a), RSMo) and may not be returned to the applicant or correspondent.

(7) Members of the commissioner’s staff are delegated authority to act for the commissioner to the extent consistent with the Act, these rules and the orders and policies of the commissioner (section 1.060, RSMo).

(8) Informal discussions with the commissioner or members of his/her staff shall not be taken to signify any determination or approval concerning the matters discussed, in the absence of the filing of all pertinent information and documentation relating to the matters. Interpretative opinions (section 409.414(e), RSMo) are rendered only in writing.

(9) The commissioner may authorize or make exceptions to these rules as are necessary to carry out the provisions of the Act. Nothing in these rules shall inhibit the exercise by the commissioner of authority prescribed in or under the Act.

(10) The records of the division are public records available pursuant to Chapter 610, RSMo except for information excepted pursuant to section 610.021, RSMo. That excepted information includes:

(A) Confidential or privileged communication with or between the division’s attorneys pursuant to legal actions, litigation, orders of the commissioner or causes of action the commissioner may have the authority to pursue;

(B) Information contained in or filed with any registration statement, an application or report which the commissioner deems injustice to the person filing the internal should not be made public pursuant to section

409.414(b), RSMo. Persons making filings in registration statements and applications who request confidential treatment must demonstrate the harm in making this information public;

(C) Information contained in reports of private investigations, inspections and examinations as directed by the commissioner pursuant to section 409.407(a), RSMo. All investigations by the division’s enforcement section are made pursuant to section 409.407(a), RSMo and are private unless the commissioner finds a public investigation is warranted based upon the following criteria:

1. There is a public need to know the information immediately;

2. Disclosure will not interfere with the investigation nor prejudice the rights of those under investigation;

3. Disclosure will not reveal legally privileged information; and

4. Disclosure is in the public interest; and

(D) The filing of a complaint will initiate the private investigations pursuant to section 409.407(a), RSMo and the information contained in the complaint will be part of the investigative file and not be considered a public document. The commissioner may disclose information in the private investigation files upon a showing that—

1. The information is requested by the person who provided it;

2. Disclosure will not harm the investigation, nor prejudice the rights of those under investigation;

3. The information is not legally privileged;

4. Disclosure will not endanger the person who provided the information; and

5. Disclosure is in the public interest.

(11) The seal of the Office of Secretary of State shall constitute the seal of the commissioner and of his/her office (section 409.414(d) and (f), RSMo).

(12) The following may serve to clarify certain provisions of the Act:

(A) In section 409.201(c)(3), RSMo, consider that investment companies are defined in Section 3, Investment Company Act of 1940 (15 U.S.C. 80a-3);

(B) In section 409.306(b), RSMo, read the word “an” appearing in the last sentence as “and”; and

(C) In section 409.402(b)(10), RSMo, the word “and” appearing in clause (A) should be construed to mean “or”.

*AUTHORITY: sections 409.406(a) and 409.407(a), RSMo (Supp. 1995) and 409.414, RSMo (1994). * Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Emergency amendment filed Aug. 1, 1980, effective Aug. 13, 1980, expired Dec. 11, 1980. Amended: Filed Aug. 13, 1980, effective Dec. 11, 1980. Amended: Filed Aug. 1, 1984, effective Nov. 11, 1984. Emergency amendment filed Jan. 3, 1985, effective Jan. 13, 1985, expired May 13, 1985. Amended: Filed Jan. 3, 1985, effective May 11, 1985. Amended: Filed Dec. 20, 1988, effective Sept. 28, 1989. Amended: Filed June 8, 1992, effective Feb. 26, 1993. Amended: Filed Feb. 2, 1996, effective July 30, 1996.*

**Original authority: 409.406(a), RSMo (1967), amended 1978, 1995; 409.407(a), RSMo (1967), amended 1986, 1995; and 409.414, RSMo (1967), amended 1978, 1986.*

15 CSR 30-50.030 Fees

PURPOSE: This rule prescribes policies and procedures for charging registration and other fees.

(1) All fees shall accompany the application or other filing to which they pertain.

(2) Fees shall be remitted by check, draft or money order (cash is not acceptable) payable to the Director of Revenue, State of Missouri, in accordance with the following:

(A) Registration of Securities (section 409.305(b) and (j), RSMo).

1. The minimum filing fee is one hundred dollars (\$100). This permits registration of up to one hundred thousand dollars (\$100,000) of securities in Missouri (except for registrations to which paragraph (2)(A)5. of this rule applies).

2. To register more than one hundred thousand dollars (\$100,000) of securities in Missouri, the registration fee is one-twentieth of one percent (1/20 of 1%) of the amount above one hundred thousand dollars (\$100,000). The maximum total fee (filing plus registration) is one thousand dollars (\$1000). This paragraph does not apply to

registrations to which paragraphs (2)(A)5. and 6. of this rule applies.

3. The registration fee in the case of warrants or rights shall be based on the aggregate amount of the security called for by the warrants or rights, and the amount of the warrants or rights if they are not distributed without consideration.

4. The registration fee relating to convertible securities in which no consideration is given for the second security, except the surrender of the first, shall be based solely on the amount of the convertible security.

5. The registration fee relating to the indefinite amount of securities issued by a face-amount certificate company or redeemable securities issued by an open-end management company shall be one-twentieth of one percent (1/20 of 1%) of the amount of securities sold in this state during the issuer's previous fiscal year. The maximum registration fee for these securities is three thousand dollars (\$3000). A minimum fee of one hundred dollars (\$100) must be paid when these securities are offered in this state, whether or not there are any sales. Separate registration is required for each portfolio of these securities.

6. The registration fee relating to the indefinite amount of redeemable securities issued by a unit investment trust shall be one-twentieth of one percent (1/20 of 1%) of the amount of securities sold in this state in excess of one hundred thousand dollars (\$100,000). The maximum registration fee for these securities is nine hundred dollars (\$900).

7. When separate securities are sold as a unit, the unit and the securities that comprise the unit are considered one (1) registration. The registration fee is based on the aggregate amount of securities that comprise the unit. When separate securities are sold separately, a separate application, filing fee and registration fee is required for each security;

(B) Registration of broker-dealers and investment advisers (section 409.202(b), RSMo)—

1. Initial registration—two hundred dollars (\$200); and

2. Renewal registration—one hundred dollars (\$100);

(C) Registration of agents and representatives of investment advisers, both initial and renewal—fifty dollars (\$50);

(D) Copies of documents and records in the division, or reports relating to these documents or records, certified upon request, may be provided for a charge of ten cents (10¢) per page, plus five dollars (\$5) for cer-

tification and two dollars (\$2) per page for telephone and electronic transmittals (sections 28.160 and 409.414(d), RSMo);

(E) Interpretative opinions, including those that involve a claim of exception from a definition under section 409.401 of the Act or otherwise from the scope of the Act may be provided to interested persons for a charge of one hundred dollars (\$100) (section 409.414(e), RSMo);

(F) Claims of exemption under section 409.402 of the Act will be reviewed and decided for a charge of one hundred dollars (\$100);

(G) No refund of filing fees shall be permitted in the instances of applications for registration of securities and for registration of broker-dealers, agents, investment advisers and representatives of investment advisers, even though the applications are denied or withdrawn (sections 409.202(b) and 409.305(b), RSMo);

(H) Registration fees, but not filing fees, will be refunded upon withdrawal of an application. Registration fees will not be refunded if an application is denied registration pursuant to section 409.305 of the Act; and

(I) No refund of registration fees shall be permitted, if registration of securities is effected, except as follows:

1. Registration fees in excess of one-twentieth of one percent (1/20 of 1%) (or five ten-thousandths (.0005)) of the amount of the aggregate offering price in excess of one hundred thousand dollars (\$100,000), reflected in the application for registration of the securities sought to be registered in Missouri, or as the application may be formally amended prior to registration, shall be refunded; and

2. Registration fees in excess of nine hundred dollars (\$900) shall be refunded.

*AUTHORITY: sections 409.202(b), RSMo (Supp. 1995), 409.305(b) and (j), 409.413 and 409.414(d) and (e), RSMo (1994). * Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Dec. 19, 1975, effective Dec. 31, 1975. Emergency amendment filed Aug. 11, 1978, effective Aug. 23, 1978, expired Dec. 21, 1978. Amended: Filed Aug. 11, 1978, effective Feb. 11, 1979. Emergency amendment filed Aug. 1, 1980, effective Aug. 13, 1980, expired Dec. 11, 1980. Amended: Filed Aug.*



13, 1980, effective Dec. 11, 1980. Amended: Filed Oct. 16, 1986, effective Feb. 12, 1987. Amended: Filed July 20, 1988, effective Nov. 11, 1988. Amended: Filed Jan. 3, 1990, effective March 11, 1990. Amended: Filed Dec. 24, 1991, effective May 14, 1992. Amended: Filed June 8, 1992, effective Feb. 26, 1993. Emergency amendment filed Aug. 4, 1995, effective Aug. 14, 1995, expired Dec. 11, 1995. Amended: Filed Aug. 4, 1995, effective Jan. 30, 1996. Amended: Filed Feb. 2, 1996, effective July 30, 1996.

*Original authority: 409.202(b), RSMo (1967), amended 1977, 1978, 1986, 1995; 409.305(b) and (j), RSMo (1967), amended 1977, 1978, 1980, 1986; 409.413, RSMo (1967); and 409.414(d) and (e), RSMo (1967), amended 1978, 1986.

15 CSR 30-50.040 Forms

PURPOSE: This rule prescribes the forms adopted and approved for filing with the commissioner.

(1) The following forms have been adopted and approved for filing with the division:

- (A) S-16 Application for Renewal Registration as Agent;
- (B) S-20 Registration of Securities by Notification (Form U-1 may be used if eligible for registration by coordination.);
- (C) S-22 Application for Registration of Securities by Qualification (Form U-1 may be used if eligible for registration by coordination.);
- (D) USR-1 Investment Company Report of Sales;
- (E) S-30 In the Matter of the Condition of;
- (F) S-A Individual Affidavit (to be filed with S-22);
- (G) S-40A Application for Exception from Definition as Agent;
- (H) S-40 Statement of Claim for the Exemption of Securities of a Cooperative Association;
- (I) S-50 Application for Registration of Single Family Mortgage Revenue Bonds Issued by Missouri Counties, Certain Cities and the City of St. Louis Pursuant to Sections 108.450 through 108.470, RSMo; and
- (J) S-BD-A Broker-Dealer Affidavit.

(2) The state forms listed in this rule in printed format will be supplied by the division on request. Accurate reproduction of the forms may be utilized for filing in lieu of the printed forms.

AUTHORITY: section 409.413(a), RSMo (1994). * Original rule filed June 25, 1968, effective Aug. 1, 1968. Amended: Filed May 21, 1969, effective Aug. 1, 1969. Amended: Filed July 21, 1972, effective Aug. 1, 1972. Amended: Filed June 3, 1974, effective June 17, 1974. Amended: Filed Nov. 15, 1974, effective Nov. 25, 1974. Amended: Filed Dec. 19, 1975, effective Dec. 31, 1975. Emergency amendment filed Aug. 11, 1978, effective Aug. 23, 1978, expired Dec. 21, 1978. Amended: Filed Aug. 11, 1978, effective Feb. 11, 1979. Emergency amendment filed Aug. 1, 1980, effective Aug. 13, 1980, expired Dec. 11, 1980. Amended: Filed Aug. 13, 1980, effective Dec. 11, 1980. Amended: Filed Oct. 16, 1986, effective Feb. 12, 1987. Rescinded and readopted: Filed Sept. 29, 1988, effective Nov. 11, 1988. Rescinded and readopted: Filed March 27, 1989, effective June 12, 1989. Amended: Filed Feb. 2, 1996, effective July 30, 1996.

*Original authority 1967.



Rebecca McDowell Cook
Secretary of State
State of Missouri

Securities Division • 600 W. Main • P.O. Box 1276 • Jefferson City, MO 65102

Registration of Securities by Notification

Data included in Federal prospectus or registration statement filed as an exhibit may be incorporated by reference. Do NOT answer simple interrogatories by reference; insert definite answer, which may be qualified by reference to page and paragraph of such exhibit.

To the Commissioner of Securities, Office of the Secretary of State of the State of Missouri, Jefferson City, Missouri:

The undersigned issuer or registered dealer, interested in the sale of securities covered by this sworn statement, in compliance with the provisions of the Missouri Uniform Securities Act, hereby files with the Secretary of State of the State of Missouri, Division of Securities, this statement with respect to securities entitled in registration.

- 1. The issuer of said securities is
2. Incorporated under the laws of Authorized to do business in Missouri?
Date of incorporation
Has Federal registration of these securities been applied for?
3. Principal executive office address of issuer
4. Name, address, date and state of organization, and general character and location of the business of any subsidiaries. Attach as Exhibit A.
5. If all or any part of the offering is a non-issuer distribution, attach a statement (marked Exhibit B) with respect to any person on whose behalf any part of the offering is to be made, containing name and address, amount of securities held as of the date of the filing of this registration statement, and a statement of the reasons for making the offering.
6. Name, address and telephone number of correspondent to whom notices and communications regarding this application may be sent?
Name Telephone Number
Address
7. The securities to be offered for sale and sold under this registration are described as follows: (This description should explain the nature of the securities, date of issue, date of maturity, rate of dividend or interest, outstanding senior securities to this issue, and other pertinent information.)
To be sold in Missouri, shares of an offering of shares of authorized shares (by corporate charter) of the stock, a value \$ per share, to be sold to the public in Missouri at \$ per share. Any other class to be sold in Missouri

The funded debt and capitalization of the Company as of 19 , and as adjusted to give effect as of that date to subsequent transactions and to the present financing are as follows:

Table with 6 columns: Funded debt and capitalization, As of, Authorized, Outstanding, Adjusted as above stated Authorized, Adjusted as above stated Outstanding. Includes horizontal lines for data entry.



- 8. Registration has been applied for in following states: _____
- 9. Registration will be applied for in following states: _____
- 10. The amount to be offered for sale, both in Missouri and elsewhere, is _____

- 11. The amount to be offered for sale IN THE STATE OF MISSOURI is _____
- 12. The price at which such securities are to be offered for sale to public is \$ _____
Show any variation therefrom when any portion of offering is being made to special class of persons. _____
- 13. Basis upon which offering is to be made if other than cash _____
- 14. Maximum commissions or other form of remuneration to be allowed dealers, salesmen and agents will not exceed _____
(If expressed in percentage, the percentage is based upon price to public.)
Include separately cash, securities, contracts or anything else of value to accrue to the underwriters in connection with the offering.
If selling discounts or commissions are variable, give basis of determination and maximum and minimum amounts. _____

- 15. Name and address of every recipient of a finder's fee. _____

- 16. Estimated aggregate amount of finder's fees, if any. _____
Include separately cash, securities, contracts or anything else of value to accrue to finders in connection with the offering. _____

- 17. Estimated aggregate amount of other selling expenses, including legal, engineering and accounting charges. _____
- 18. Total expenses of this issue will not exceed _____ to be paid by _____
- 19. Name and address of every underwriter.
- 20. Attached hereto and made a part hereof is a statement, marked Exhibit C, describing the plan of distribution offered other than through an underwriter.
- 21. Attached hereto and made a part hereof is a statement, marked Exhibit D, demonstrating the eligibility for registration of these securities by notification. (See Sec. 409.302 (a), RSMo 1994.)
- 22. Attached hereto and made a part hereof, marked Exhibit E, is a description of any stock options or other security options outstanding, or to be created in connection with the offering, together with the amount of any such options held or to be held by every director and officer of the issuer or person occupying a similar status or performing similar functions; any person owning of record or beneficially 10% or more of the outstanding shares of any class of equity security of the issuer; every promoter if the issuer was organized within the past three years; every person on whose behalf any part of the offering is to be made in a non-issuer distribution; every underwriter and every recipient of a finder's fee; and every person who holds or will hold 10% or more in the aggregate of any such options.
- 23. Attached hereto and made a part hereof are the following additional exhibits:
 - (a) Exhibit F. One copy of the Registration Statement and two copies of the latest prospectus.
 - (b) Exhibit G. Underwriting Agreement, Agreement amount Underwriters and Selected Dealers Agreement.
 - (c) Exhibit H. Indenture.
 - (d) Exhibit I. Issuer's charter or articles of incorporation as amended to date.
 - (e) Exhibit J. Issuer's charter or article of incorporation as amended to date.
 - (f) Exhibit K. Signed copy of opinion of counsel.
 - (g) Exhibit L. Specimen security.
 - (h) Exhibit M. Consent to service of process accompanied by appropriate corporate resolution.
 - (i) Exhibit N. One copy of all advertising matter to be used in connection with the offering.

If any of the above exhibits are not applicable, please so indicate.



We, the undersigned, being first duly sworn, depose and say: we are familiar with the conduct of the business and affairs of the issuer, and we have investigated and know its financial condition; we are fully qualified and competent to testify as to the truth of the facts called for by this registration statement; we have carefully examined all statements and answers herein and in the prospectus and other exhibits filed with this statement and made a part hereof and we swear (or affirm) that each and all the representations made are true and that no material fact in answer to the several questions has been omitted, and there has been no omission to state any fact which might affect the value, validity, and effect of the securities to be sold hereunder; and we further say that there are no agreements, understandings or contracts, either verbal or written, express or implied, by which anyone has received or is to receive directly or indirectly any consideration in any manner whatever for the sale of these securities or for promotion purposes except as specified in this registration statement and the exhibits attached hereto.

(CORPORATE SEAL)

(Signed) _____
Issuer, or Registered Dealer in Securities

ATTEST:

By _____
Executive Officer or Partner (Title)

(Secretary or Partner)

AFFIDAVIT

STATE OF _____ }
County of _____ } ss.

_____ and _____, being first duly sworn, depose and say that they are officers of the above issuer or registered dealer in securities; that they have read the statements herein contained, and know the contents thereof; that they have knowledge of the facts, and that the facts therein stated are true.

Secretary or Partner

Executive Officer or Partner

Subscribed and sworn to before me, this _____ day _____, 19 _____

(SEAL)

_____, Notary Public.

My commission expires _____